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Electronically Filed - March 1, 2007

Attorneys for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

--ooOoo--In re: Case Nos.: BK-S-06-10725-LBR USA COMMERCIAL MORTGAGE BK-S-06-10726-LBR COMPANY, BK-S-06-10727-LBR BK-S-06-10728-LBR Debtor. BK-S-06-10729-LBR In re: JOINTLY ADMINISTERED USA CAPITAL REALTY ADVISORS, LLC, Chapter 11 Hearing Date: March 1, 2007 Debtor. Hearing Time: 9:30 a.m. In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, **DECLARATION OF HARRIET** Debtor. BENDER IN SUPPORT OF **MOTION FOR LIMITED STAY** PENDING APPEAL USA FIRST TRUST DEED FUND, LLC, Debtor. In re: USA SECURITIES, LLC, Debtor. Affects: All Debtors

ROBERT ULM

- I, Harriet Bendulinisher being first duly sworn, du depose and say under the penalty of perjury:
- I am a creditor in the USA Commercial Mortgage Company ("USACM") pankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.
 - I have knowledge of and am competent to testify to the matters stated herein. 2.
- Attached hereto as Exhibit A are true and correct copies of the loan summary 3. statement which I received from the Debtor.
- As detailed in Exhibit A, the Debtors have taken and are holding my property, 4. namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are rue.

Harriet Bender Truster of the Bender Family Frust dtd 7/30/92 Survivors Trust DATED: February 28, 2007

Legal Vesting Name

By: Harriet Render Triske Name

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[†] This rate may be adjusted according to your loan servicing agreement. This statement is provided for informational purposes only and is intended for the sole benefit of the named vested party. This statement is not intended to represent a loan payoff quote. USA reserves the right to update and supplement this statement.

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THIS STATEMENT REFLECTS ACTIVITY FROM 1/1/2007 TO 1/31/2007

USA Commercial Mortgage Company Investor History Report

The state of the s

Vesting: Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust

Loan: Marlton Square

S1.9

6361 Client ID: Account ID: 6737

Loan Interest Rate: 13.00% Original Service Fee: 0,50%

Current Service Feel: 1.00%

\$10,394.00 Interest Earned Unsecured / Diverted Principal ш 0=B-C Principal Owed to investor Principal Paid to Investor O Principal Paid by Borrower α 00.000,038 Investment ⋖ 01/01/2007 -PRIOR MONTH ENDING BALANCES-Transaction

\$624.17 \$11,018,17 \$0.00

\$758.98

\$4,332.18

\$5,927.01

\$4,409.63

\$5,927.01

Investor

Investor

54,409.69 Paid to

Interest

\$5,344.50

Net of

Service Fee

Service Fee

Interest Paid Amount Due by Borrower from Borrower, Cumulative

Amount Held for / (Due from) Cumulative フーエーメ

1=F-G-H

I

Net of

G

L

Loan Service

Fee Retained

\$717.32 by USACM

\$4,332.18 \$41.67

\$50,000.00

\$0.00

\$0.00

\$50,000.00

C1/31/2007 Interest and Service Fee (1/1 - 1/31)

TOTALS:

\$0.00

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USA Commercial Mortgage Company Investor History Report

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Vesting: Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust

Loan: Del Valle - Livingston

E1.9

6361 Client ID:

6737 Account ID:

Loan Interest Rate: 12.50%

\$10,145.01 Investor Interest Paid to from Borrower, Service Fee 1=F-G-H Amount Due Cumulative \$5,072.32 Net of Interest Paid by Borrower Service Fee \$10,949.54 Net of I Loan Service Fee Retained by USACM \$1,086.02 G \$17,107.89 nterest Earned i. Unsecured / Principal Diverted ш Principal Owed to Investor D = 8 · C Principal Pald to Investor O Borrower Paid by Principal ച 01/01/2007 -PRIOR MONTH ENDING BALANCES- \$100,000.00 Investment ∢ Original Service Fee: 0.50% Current Service Fee1: 1.00% Transaction Dale

Case 06-10725-gwz

Cumulative スーゴ・ブ

Annount

Held for / (Due from)

Investor

\$0.00 \$0.00 \$0.00 \$100,000.00

\$18,243.40

\$83,33

\$1,135.51

\$1,169.35 \$10,949.54

\$6,124.50

\$10,145.01

Doc

\$804.53

\$804.53 \$804.53

2938

\$6,124.50

\$0.00

\$100,000.00

01/31/2007 Interest and Service Fee (1/1 - 1/31)

TOTALS:

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USA Commercial Mortgage Company A Company of the Comp Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust , dated 7/39/92

Lcan: 6425 Gess, LTD

Cijent ID: 6361

[†] This rate may be adjusted according to your loan servicing agreement.
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THIS STATEMENT REFLECTS ACTIVITY FROM 1/1/2007 TO 1/31/2007

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USA Commercial Mortgage Company Investor History Report

Vesting. Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust

Loan: Del Valle - Livingston

6361 Cilent ID:

H I=F-G-H J K=H-J Cumulative Interest Paid Amount Due Amount Invice by Borrower from Borrower, Interest Held for / Net of Net of Net of Service Fee Service Fee Investor Investor	\$5,072.32 \$10,145.01 \$804.53 \$6,124.50 \$804.53	\$6,124.50 \$10,145.01 \$804.53
H Interest Paid A by Borrower fro Net of Service Fee	\$17,107.89 \$1,086.02 \$10,949.54 \$1,135.51 \$83.33	\$0.00 \$18,243.40 \$1,169.35 \$10,949.54
G Loan Service b Fee Relained by USACM	\$1,086.02	\$1,169.35
F Interest Farned	\$17,107.89	\$18,243.40
E Unsecured / Diverted Principal		\$0.00
D = B - C Principal Ut Owed to Investor		\$0.00
C Principal Paid to	01000	\$0.00
B Principal Paid by	ion in the second	\$0.00
₹	\$100,000.00 \$100,000.00	\$100,000.00
an In inal S ent S	04/01/2007 - PRIOR MONTH ENDING BALANCES- \$100,000.00 01/31/2007 Interest and Service Fee (1/1 - 1/31) \$100,000,000.00	TOTALS:

1 This rate may be adjusted according to your loan servicing agreement.

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USA Commercial Mortgage Company Investor History Report

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Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust , dated 7/30/92

Loan: 6425 Gess, LTD

Client ID: 6361

Account ID: 6375

Account ID: 03/3											- :	
Chinal Sanios 500. 0 00%	₫	10	O	D=8-0	m	IL.	ပ	I		¬,	ス ルエ・ブ	יזנו
Orginal Gervice ree: 0.00%		ı							Cumulative	,	Numinative	- 1
Current Service Feet: 1.00%								Interest Paid	Amount Due	-	Amount O	w
		Dringl	Principal	Principal	Unsecured/	1	oan Service	by Borrower 1	rom Borrower,	Interest	Held for /	ı /
		or Field	Daid to	Owed to	Diverted	Interest F	ee Retained	Net of	Net of	Paid to	Unde Trollij	, T
Date	Investment	Borrower	Investor	Investor	Principal	Earned	by USACM	Service Fee	by USACM Service Fee Service Fee	Investor	Investor investor	-1 1
Date Hallsacity!						840 009 78	CF 27 42	52 125 49	\$8.105.87	\$5,283,36	(\p./cl,cs)	w
01/01/2007 -PRIOR MONTH ENDING BALANCES- \$50,000.00	\$50,000.00					0.000.0	1				VC2 157 87)	/
(121) (14) (15) (15) (15) (15) (15) (15) (15) (15	00 000 093					\$607.34	\$41.67		\$8,671.54		(:0:10:100)	
01/51/2007 Interest and Service ree (1/1 - 1/51)	0.000,000											
TOTAL 6.	\$50 000.00	\$0.00	\$0.00	00.0\$		\$0.00 \$11,516.12	\$719.09	\$719.09 \$2,125.49	\$8,671.54	\$5,283,36	\$5,283,36 (\$3,157.87)	ハル
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¹ This rate may be adjusted according to your loan servicing agreement.
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USA Commercial Morigage Company Investor History Report

The state of the s

Vesting: Harriet Bender Trustee of the Bender Family Trust dld 7/30/92 Survivors Trust

Loan: Mariton Square

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6361 Client ID:

Account iD: 6737

Loan Interest Rate: 13,00% Original Service Fee: 0.50%

Interest Paid Amount Due by Borrower, Service Fee \$4,332.18 Net of I Loan Service Fee Retained \$717.32 by USACM ഗ \$10,394.00 Interest Earned ш Unsecured / Diverted Principal ш D = B - C Principal Owed to Investor Principal Paid to Investor O Borrower Paid by Principal മ \$50,000.00 Investment ⋖ 01/01/2007 -PRIOR MONTH ENDING BALANCES-Current Service Feet: 1.00% Transaction

\$0.00 \$0.00

\$758.98

\$4,332.18

\$5,927,01

(\$77.51)

\$4,409.69

(\$777.51)

(\$77.51)

54.409.69

\$5,344.50

Investor

Case 06-10725-qwz

1=F-G-H Cumulative

Amount Held for / (Due from) Cumulative V - H - X

> Paid to Investor Interest

> > Service Fee

Net of

\$5,927.01

\$41.67

\$0.00

\$50,000.00

\$0.00

\$50,000.00

C1/31/2007 Interest and Service Fee (1/1 - 1/31)

TOTALS:

\$11,018.17

\$624.17

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THIS STATEMENT REFLECTS ACTIVITY FROM 1/1/2007 TO 1/31/2007

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¹ This rate may be adjusted according to your loan servicing agreement.

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USA Commercial Mortgage Company The state of the s Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/36/92

Loan: Meadow Creek Partners, LLC

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6351 Client ID:

6375 Account ID: Loan interest Rate: 13.00%

Original Service Fee: 1.00%

Current Service Feel: 1.00%

Interest Earned ய Unsecured/ Diverted ப Princital investor Owen to Principal Paid to Investor C Paid by Borrower Principal æ Investment ⋖

0 = B - C

Held for / (Due from)

Paid to Investor Interest

Service Fee

Service Fee

Fee Retained by USACM Loan Service

Net of

\$7,391.81

Net of

Interest Paid Amount Due by Borrower,

Interest Paid

investor

Cumulative ス=H-ノ

1=F-G-H

T

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Cumulative

Amount

Principal

S100,000.00

\$100,000,00

\$7,977.92

\$7,977.92

\$586.11

\$0.00

\$5,757.20

5308,56

55,448.65

S0.00

\$7,391.81

\$586.11

\$0.00

\$0.00

\$100,000.00

01/25/2007 Interest Paid to Investor

TOTALS:

50.00 80.00

\$0.00 \$100,000.00

01/01/2007 -PRIOR MONTH ENDING BALANCES-

Transaction

Date

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USA Commercial Mortgage Company Investor History Report

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EICAPICAL

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/30/92

Loan: Foxhill 216, LLC

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6361 Client ID:

Account ID: 6375

L ш D=8-C \circ മ ⋖ Loan Interest Rate: 13.50% Original Service Fee: 1.00%

Interest Paid Amount Due by Borrower from Borrower, Net of Net of 1= F . G - H Service Fee Cumulative 59,783.58 Service Fee \$2,497.25 I \$932.80 Fee Retained -oan Service by USACM O \$13,213.62 Interest Earned Unsecured / Diverted Principal Owed to Principal Investor Paid to Investor Principal Principal Paid by Borrower 01/01/2007 -PRIOR MONTH ENDING BALANCES- \$100,000.00 Investment Current Service Feel: 1.00% Transaction

\$0.00

\$14,498.35

\$10,984.97

\$2,464.99

\$6.09 \$9,783.58

Held for / (Due from)

Paid to Investor Interest

Investor

\$2,458.90

X=H.J Cumulative Amount

310,984.97

\$2,497.25

\$83.33

\$1,284.73

\$1,016.13

\$0.00

\$100,000.00 \$100,000.00

\$100,000.00

01/31/2007 Interest and Service Fee (1/1 - 1/31)

TOTALS:

01/25/2007 interest Paid to Investor

\$0.00

\$0.00

\$13,897,00

\$469,65

\$968.45 \$15,802.82

\$17,240.92

\$0.00

\$0.00

\$38,315.18

\$38,315.18

\$61,684.82

\$61,684.82 \$61,684.82

01/31/2007 Interest and Service Fee (1/1 - 1/31)

TOTALS:

01/26/2007 Interest Paid By Borrower

(\$150.09)\$469.65

\$765.36

\$51.40

\$1,140.46 \$1,905.82 \$1,905.82 \$1,140.46 \$1,905.82 Page -

USA Commercial Morigage Company The second secon Investor History Report

Vesting. Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/30/92

Loan: The Gardens, LLC Timeshare

6381 Client ID:

6375 Account ID:

Loan Interest Rate: 12.50%

Original Service Fee: 0.00%

\$13,681.72 5215.28 Paid to Investor Interest by Borrower from Borrower, Net of Net of Amount Due H-B-G-H Service Fee \$615.27 \$615.27 Cumulative \$615.27 Interest Paid Service Fee \$15,037.46 I Fee Retained by USACM \$917.05 Loan Service ഗ \$16,569. Interest Earned LL. Unsecured / Diverted Principal w \$496.40 \$496.40 Owed to D=8.C Principal Investor \$496.40 \$37,818.79 Principal Paid to Investor \circ 538,315.18 Principal Borrower Paid by മ 561 684.82 \$61,684.82 \$61,684.82 Investment 4 01/01/2007 -PRIOR MONTH ENDING BALANCES-01/25/2007 Principal Paid To Investor 01/25/2007 Interest Paid to Investor Current Service Feel: 1.00% Transaction

\$1,355.74

Investor

Heta for / (Due from)

Cumulative ス .. エ・ノ

Amount

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